

RECORDATION NO. 25140-C FILED

SEP 01 '11 -1 30 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  
—  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

September 1, 2011

Ms Cynthia T. Brown  
Chief of the Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423

Dear Ms Brown

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Railcar Lease, dated as of August 31, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 25140.

The names and addresses of the parties to the enclosed document are:

Assignor: Greenbrier Leasing Company LLC  
One Centerpointe Drive  
Suite 200  
Lake Oswego, Oregon 97035

Assignee: Midwest Railcar Corporation  
4949 Autumn Oaks Drive  
Maryville, Illinois 62062

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September 1, 2011  
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A description of the railroad equipment covered by the enclosed document  
is

80 covered hopper cars within the series GBRX 181053 - GBRX 182112  
as more particularly set forth in the equipment schedule attached to the  
document

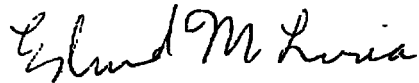
A short summary of the document to appear in the index is

Memorandum of Assignment of Railcar Lease.

Also enclosed is a check in the amount of \$41 00 payable to the order of  
the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the  
undersigned

Very truly yours,

A handwritten signature in cursive script, reading "Edward M. Luria".

Edward M. Luria

EML/bhs  
Enclosures

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**MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE**  
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE (this "Memorandum") dated as of August 31, 2011 is between GREENBRIER LEASING COMPANY LLC, formerly known as Greenbrier Leasing Corporation (the "Assignor") and MIDWEST RAILCAR CORPORATION (the "Assignee")

The parties to this Memorandum hereby acknowledge and confirm the following:

A. The Assignor, as lessor, has leased to Graymont Western US, Inc., as lessee (the "Lessee"), eighty (80) railcars identified on Schedule 1 attached hereto (the "Railcars") under that certain Schedule No. 1 dated as of June 1, 2004, as amended by Amendment No. 1 dated May 1, 2006, and Amendment No. 2 dated May 1, 2009, to that certain Lease Agreement dated as of June 1, 2004, each by and between Assignor, as lessor, and Lessee, as lessee (collectively, the "Lease") A Memorandum of Lease was filed with the Surface Transportation Board in connection with the Lease on August 23, 2004 under Recordation No. 25140 An Amendment No 1 to Memorandum of Lease reflecting the remarking of the Railcars to GBRX marks was filed with the Surface Transportation Board on June 9, 2006 under Recordation No. 25140-A.

B. The Assignor, as assignor, and the Assignee, as assignee, are parties to that certain Assignment of Lessor's Interest in Lease, dated as of even date herewith, pursuant to which the Assignor has assigned to the Assignee the rights of "Lessor" under the Lease The terms of the assignment are more particularly set forth in the above-referenced Assignment of Lessor's Interest in the Lease.

C The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

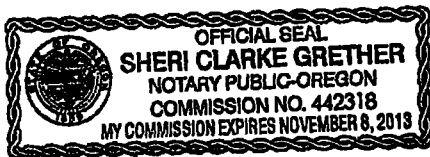
GREENBRIER LEASING COMPANY LLC,  
as Assignor

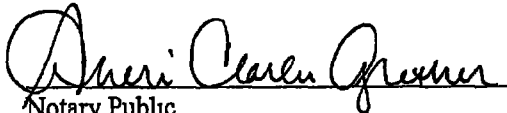
By   
Larry Stanley, Senior Vice President

STATE OF OREGON                    )  
  ) SS  
COUNTY OF CLACKAMAS        )

On this 25<sup>th</sup> day of August, 2011, before me, a Notary Public of the County and State aforesaid, personally appeared Larry Stanley, to me personally known, who being by me duly sworn, says that he is Senior Vice President of Greenbrier Leasing Company LLC, an Oregon limited liability company, that the foregoing instrument was signed on behalf of said entity with due authority, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

AS WITNESS my hand and notarial seal



  
Notary Public  
My commission expires: November 8, 2013

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

MIDWEST RAILCAR CORPORATION

("Assignee")

By:

 (SEAL)  
Name: Richard M. Folio

Title: Executive Vice President

STATE OF MARYLAND)

) SS:

CITY OF BALTIMORE )

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the City of Baltimore this 29<sup>th</sup> day of AUGUST, 2011 by Richard M. Folio, as an Executive Vice President of MIDWEST RAILCAR CORPORATION, an Illinois corporation.

HENRYKA W GRYC CRAIG  
NOTARY PUBLIC STATE OF MARYLAND  
County of Baltimore

My Commission Expires ~~September 20, 2005~~

My commission expires: 7/8/14

  
Notary Public

[Notarial Seal]

Schedule 1  
to Memorandum of Assignment of Railcar Lease

DESCRIPTION OF RAILCARS

Eighty (80) 4,750 cubic foot capacity, 100-ton, 268,000 lbs. GRL covered hopper railcars originally built in 1981 marked and numbered as follows.

<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>	<b>Mark</b>	<b>Number</b>
GBRX	181053	GBRX	181592	GBRX	181884
GBRX	181123	GBRX	181616	GBRX	181885
GBRX	181134	GBRX	181633	GBRX	181900
GBRX	181157	GBRX	181641	GBRX	181906
GBRX	181176	GBRX	181642	GBRX	181922
GBRX	181187	GBRX	181653	GBRX	181929
GBRX	181191	GBRX	181670	GBRX	181931
GBRX	181239	GBRX	181695	GBRX	181937
GBRX	181352	GBRX	181702	GBRX	181949
GBRX	181388	GBRX	181712	GBRX	181963
GBRX	181390	GBRX	181719	GBRX	181972
GBRX	181396	GBRX	181734	GBRX	181973
GBRX	181398	GBRX	181747	GBRX	181985
GBRX	181404	GBRX	181754	GBRX	182011
GBRX	181412	GBRX	181762	GBRX	182027
GBRX	181419	GBRX	181765	GBRX	182039
GBRX	181426	GBRX	181769	GBRX	182043
GBRX	181435	GBRX	181773	GBRX	182052
GBRX	181443	GBRX	181779	GBRX	182081
GBRX	181471	GBRX	181781	GBRX	182083
GBRX	181475	GBRX	181790	GBRX	182095
GBRX	181490	GBRX	181801	GBRX	182112
GBRX	181492	GBRX	181807		
GBRX	181497	GBRX	181813		
GBRX	181515	GBRX	181839		
GBRX	181524	GBRX	181853		
GBRX	181530	GBRX	181860		
GBRX	181549	GBRX	181872		
GBRX	181582	GBRX	181879		

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated 9-1-11

Edward M Luria  
Edward M Luria